

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY	
MARK E. FELGER (MF9985) JERROLD N. POSLUSNY, JR. (JP7140) COZEN O'CONNOR LibertyView, Suite 300 457 Haddonfield Road Cherry Hill, NJ 08002 (856) 910-5000 Attorneys for the Debtors	
In re: SHAPES/ARCH HOLDINGS L.L.C., <u>et al.</u> , Debtors.	Case No. 08-14631 (GMB) (Jointly Administered) Judge: Gloria M. Burns Chapter: 11

Recommended Local Form:

☐ Followed

☒ Modified

**ORDER AUTHORIZING RETENTION OF NATCITY INVESTMENTS, INC.
AS SALES CONSULTANT/INVESTMENT BANKER FOR THE DEBTORS**

The relief set forth on the following pages, numbered two (2) through three (3) is hereby
ORDERED.

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Shapes/Arch Holdings L.L.C., et al.

Case No: 08-14631(GMB)

Order Authorizing Retention of NatCity Investments, Inc. as Sales Consultant/Investment Banker for the Debtors

In re: Shapes/Arch Holdings L.L.C., et al.
Case No.: 08-14631 (GMB)
Applicant: Shapes/Arch Holdings L.L.C., et al.

☐ Trustee: ☐ Chap. 7 ☐ Chap. 11 ☐ Chap. 13

☒ Debtors: ☒ Chap. 11 ☐ Chap. 13

☐ Official Committee of _____

Name of Professional: NatCity Investments, Inc.
Address of Professional: 300 Barr Harbor Drive
West Conshohocken, PA 19428

☐ Attorney for: ☐ Trustee ☐ Debtors-in-Possession

☐ Official Committee of _____

☐ Accountant for: ☐ Trustee ☐ Debtor-in-Possession

☐ Official Committee of _____

☒ Other Professional:

☐ Realtor ☐ Appraiser ☐ Special Counsel

☐ Auctioneer ☒ Other (specify): sales consultant/investment

banker to the Debtors

Upon the applicants' request for authorization to retain the professional named above,

It is hereby ORDERED as follows:

1. The applicants, Shapes/Arch Holdings L.L.C., Shapes L.L.C., Delair L.L.C., Accu-Weld L.L.C. and Ultra L.L.C., are authorized to retain the above party in the professional capacity noted.

2. Compensation shall be paid in such amounts as set forth in the application.

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Shapes/Arch Holdings L.L.C., et al.

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3. The effective date of the retention is May 7, 2008.

4. The indemnification provision contained in the Engagement Letter is subject to the following terms and conditions:

if, before the entry of an order closing these Chapter 11 cases, NatCity believes that it is entitled to the payment of any amounts from the Debtors' estates on account of the indemnification, contribution and/or reimbursement obligations under the Engagement Letter including, without limitation, the advancement of defense costs, NatCity must file an application therefor in, and with, the Court, and the Debtors may not pay any such amounts to NatCity before the entry of an order by the Court approving payment. The United States Trustee, the Debtors, the Official Committee of Unsecured Creditors, and any other creditors or parties-in-interest shall retain the right to object to whether the amount requested is consistent with the indemnity provision in the Engagement Letter, as modified by any order of the Court, and the amount actually requested is a reasonable amount under the circumstances of the case giving rise to the indemnity claim.

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